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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 SEP - 8 P 3: 59

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**FLORIDA PROFIT CORPORATION OR P.A.**

**cash pass, inc.**

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CASH PASS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CASH PASS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:  
1550 NE Miami Gardens Drive, Suite 305, North Miami Beach, Florida 33179

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, par value \$.01.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Gene S. Rosen, Attorney At Law, 1550 NE Miami Gardens Drive, Suite 305, North Miami Beach, Florida 33179

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:  
Gene S. Rosen, Attorney At Law, 1550 NE Miami Gardens Drive, Suite 305, North Miami Beach, Florida 33179

The undersigned has executed these Articles of Incorporation this 8<sup>th</sup> day of September, 2004.

  
Gene S. Rosen, Incorporator

Prepared By:  
Gene S. Rosen  
Suite 305  
1550 NE Miami Gardens Drive  
North Miami Beach, FL 33179  
Florida Bar #: 175752  
Telephone: 305-949-2113

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: CASH PASS, INC.
2. The name and address of the registered agent and office is:

Gene S. Rosen, Attorney At Law  
 Name

1550 NE Miami Gardens Drive, Suite 305  
 Address (P.O. Box not acceptable)

North Miami Beach, Florida 33179  
 City, State, Zip Code

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Gene S. Rosen, Incorporator  
 Date: September 8, 2004

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Gene S. Rosen

Date: September 8, 2004

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